

AKIN GUMP
STRAUSS HAUER & FELD LLP

Atorneys at Law

MARIA ELLINIKOS
415.765.9560/fax: 415.765.9501
mellinikos@akingump.com

June 10, 2008

Brandon Baum, Esq.
Josh Masur, Esq.
Mayer Brown LLP
Two Palo Alto Square, Suite 300
3000 El Camino Real
Palo Alto, California 94306-2112

Re: *Viacom International, Inc. v. YouTube, Inc.*, No. 1:07-cv-2103 (S.D.N.Y.) and
Premier League v. YouTube, Inc., No. 1:07-cv-3582 (S.D.N.Y.)

Dear Brandon:

I write in response to your letter dated June 9, 2008.

It appears that your only complaint is that BayTSP has not yet produced documents in response to YouTube's subpoena. Rest assured, we have been and still are working diligently to collect and process documents for production in accordance with our agreements. Any perceived delay in YouTube's receipt of the documents is the result of the number of documents involved and the time it has taken YouTube to consider our various proposals to allow production to go forward.

Initially, we spent over three months discussing the scope of the subpoena with Shayna Cook of Bartlit Beck Herman Palenchar & Scott LLP. The main issue was the need to narrow the subpoena to only include the plaintiffs of the two lawsuits and exclude BayTSP's proprietary software. To this end, we proposed that YouTube agree that the subpoena does not call for BayTSP's source code or documents relating to BayTSP clients other than the named plaintiffs, with the exception of Viacom's subsidiaries. But by mid-January 2008, Ms. Cook had yet to even present BayTSP's proposal to YouTube. Shortly thereafter, we were told that you would be responsible for handling this matter.

It wasn't until the end of January that you agreed to this proposal and we memorialized the agreement. Shortly thereafter, you requested that the agreement be modified to include documents relating to "Viacom-related entities" – rather than Viacom subsidiaries – and then refused to clarify what entities constituted "Viacom-related entities". Immediately thereafter, we provided a list of what we understood to be the relevant related entities. You remained silent for over *two* months and only on April 2 did you accept BayTSP's proposal to limit its document production to the list of approximately 470 Viacom subsidiaries that we had provided to you back in February.

AKIN GUMP
STRAUSS HAUER & FELD LLP
Attorneys at Law

June 10, 2008

Page 2

During the early part of the year, in parallel with our discussions with you, we searched for and retained an e-discovery vendor to assist with the processing of BayTSP's over 4 terabytes of e-mails and electronic documents and to begin to collect BayTSP's hard copy documents.

In a further effort to ensure that we would be providing you with the documents that you feel are relevant to your dispute with Viacom and the class action plaintiffs, we asked you to provide search terms for the electronic documents. To facilitate this process, at your request, we provided you with a list of search terms that we had generated. Unfortunately, instead of providing meaningful input, you chastised us and made some general suggestions for search terms. Notwithstanding your silly accusation that Viacom is "controlling" our search term list, we used the suggestions in your letter dated May 21, 2008 and solicited additional terms. Because of the length of time it had been taking to get a response from you, we asked that you provide us with any further suggested search terms by May 30, 2008. Your response did not include additional search terms, but instead complained that it was not your obligation to provide such terms and for the first time raised the issue of electronic searching not being adequate to satisfy the subpoena. In response, we confirmed that you did not have any additional suggested search terms and informed you that we were finalizing our search term list. Our work was interrupted recently by your threats to file a motion to compel.

In any event, because there are over 4 terabytes of electronic documents to process and nearly 1000 search terms, our vendor has informed us that it will take approximately four weeks to filter the data. Naturally, before actual production to you we will need to review the documents for privilege, responsiveness, etc. Hence, we will be better able to estimate when BayTSP can complete its document production after processing, which we expect to be completed around the second week in July.

We are happy to meet with you, but it seems that a meeting later this month or in early July would be more meaningful. At that time, we will have a better idea of the volume of documents we will be producing and we can also discuss whether you want to inspect these documents and identify specific documents that you want copied or whether you want us to have them all copied and produced in your desired electronic format.

Sincerely,

/s/ Maria Ellinikos

Maria Ellinikos